



# LEXIS® Document Services

A member of the Reed Elsevier plc group  
March 4, 1999

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

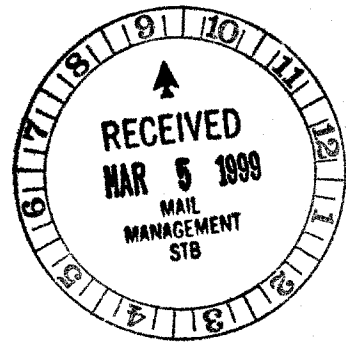
RECORDATION NO.

22065

FILED

MAR 5 '99

9-00AM



Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Minot Milling Company dated 2/22/99

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention using First class mail.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

Surface Transportation Board  
Washington, D.C. 20423-0001

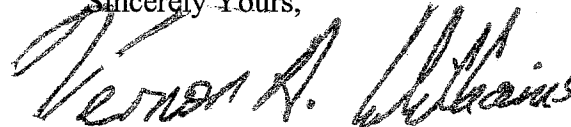
March 5, 1999

Rebecca Heisler  
Administrator  
LEXIS Document Services Headquarters  
801 Adlai Stevenson Drive  
Springfield IL 62703-4261

Dear Ms. Heisler:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and  
and 49 CFR 1177.3 (c), on March 5, 1999 at 9:00 AM, and assigned  
recording number(s) 22065.

Sincerely Yours,

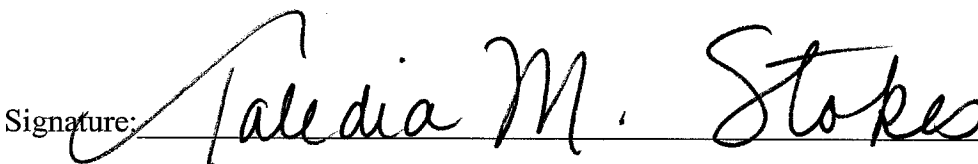


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.

Signature: \_\_\_\_\_



MAR 5 '99

9-00AM

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22nd day of February, 1999, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Minot Milling Company, a PENNSYLVANIA corporation, with an address at 7300-147th Street-West, Suite 303, Apple Valley, MN 55124 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 22, 1999 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

MINOT MILLING COMPANY

By: Name: James StreeterTitle: President

STATE OF )

Minnesota )

SS:

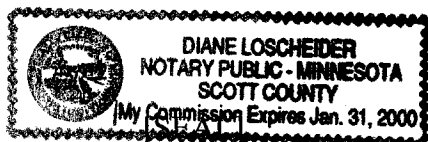
COUNTY OF )

Dakota

On this 16<sup>th</sup> day of February, 1999 before me personally appears James Streetar, to me personally known, who by me duly sworn, says that he/she is the President of MINOT MILLING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Diane Loscheider  
Notary Public



My Commission expires: 1-31-2000

STATE OF NEW YORK )

) SS:  
COUNTY OF NEW YORK )

On this 14<sup>th</sup> day of February, 1999 before me personally appears Laurence Ritzefeld, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5085133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998  
2000

### Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
10	5230 c.f. Pressure Differential Covered Hopper Railcars	CEFX 75009, 75024, 75037, 75039, 75064, 75088, 75092, 75100, 75104, & 75124